



Department of State.

CERTIFICATE OF INCORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, and legal custodian of the corporation records of the State of Idaho, do hereby certify that the original of the articles of incorporation of

MANN FARMS, INC.

was filed in the office of the Secretary of State on the **ninth** day of **October** A.D., One Thousand Nine Hundred **seventy-three** and **/will be** duly recorded on ~~Film~~ ~~Microfilm~~ of Record of Domestic Corporations, of the State of Idaho, and that the said articles contain the statement of facts required by Section 30-103, Idaho Code.

I FURTHER CERTIFY, That the persons executing the articles and their associates and successors are hereby constituted a corporation, by the name hereinbefore stated, for **Perpetual Existence** from the date hereof, with its registered office in this State located at **Parma, Idaho** in the County of **Canyon**

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State. Done at Boise City, the Capital of Idaho, this **9th** day of **October**,
A.D., 19 **73**.

Pete T. Cenarrusa
Secretary of State.

Corporation Clerk.

ARTICLES OF INCORPORATION

OF

MANN FARMS, INC.

We, the undersigned, Charles C. Mann, Mary H. Mann, and Gene Stunz, being of the age of twenty-one years or more, and being citizens of the United States, and acting as incorporators under the laws of the State of Idaho, adopt the following Articles of Incorporation:

I

The name of this corporation shall be MANN FARMS, INC., and its duration shall be perpetual.

II

The primary purpose for which this corporation is formed and the primary business in which this corporation is intended to initially engage is to acquire farm properties and other real estate, by purchase, lease or otherwise, to improve and develop the same, and thereon to plant, sow, cultivate and harvest all kinds of farm crops, to produce, buy, feed, and sell livestock of all kinds, to transport and sell the same, and to own and operate all equipment and other personal property used in connection therewith. In addition to the primary purpose herein stated, this corporation shall have the authority to do any of the following:

- (a) To engage generally in the business of purchasing, selling, leasing, renting and otherwise dealing in goods, wares and merchandise, and real and personal property of all kinds;
- (b) To engage in any business related or unrelated to those described aforesaid, and from time to time authorized or approved by the Board of Directors of this corporation;
- (c) To act as a partner or joint venturer or in any other legal capacity in any transaction;
- (d) To do business anywhere in the world;
- (e) To have and exercise all rights and powers from time to time granted to a corporation by law; and

(f) To do all and everything necessary, suitable or proper for the accomplishment of the foregoing purposes, or anything which the Board of Directors may from time to time deem to be advisable for the best interests of the corporation.

III

The provisions regarding the purposes for which this corporation is formed and the authority conferred upon it, in the Paragraph last set forth herein shall not be limited by reference to or inference from one another, but each such purpose provision shall be construed as a separate statement conferring independent purposes and powers upon the corporation.

IV

The initial registered office of the corporation is Route 2, Parma, Idaho, and the name of its initial registered agent at such address is Charles C. Mann.

V

The aggregate number of shares of stock which this corporation shall be authorized to issue is 50 shares, all of which shall be without par value. The said shares shall be divided into two classes with 10 shares designated as Class A Common and 40 shares designated as Class B Common. All of the said shares of stock shall be alike in all respects except that only the Class A Common shares shall be voting shares entitled to vote on each matter submitted to a vote at any meeting of shareholders, and the said Class B Common shares shall be nonvoting shares and not entitled to a vote on any matter submitted to a vote at any meeting of shareholders. Cumulative voting for directors shall not be permitted.

VI

The name, address, and number of shares subscribed by each of the incorporators of this corporation are as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Charles C. Mann	Route 2 Parma, Idaho	One share, Class A Common

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Mary H. Mann	Route 2 Parma, Idaho	One share, Class A Common
Gene Stunz	106 Main Street Nyssa, Oregon	One share, Class B Common

IN WITNESS WHEREOF, we have hereunto set our hands and seals this

2nd day of October, 1973.

Charles C. Mann
Mary H. Mann
Gene Stunz

STATE OF OREGON)
 County of Malheur)

I, Stephen B. Fonda, a Notary Public in and for said County and State, hereby certify that on the 2nd day of September, 1973, personally appeared before me Charles C. Mann, Mary H. Mann and Gene Stunz, who being by me first duly sworn, declared that they are the persons who signed the foregoing document as incorporators and that the statements therein contained are true.

Stephen B. Fonda
 Notary Public for Oregon
 My Commission Expires: 4/21/75

HENIGSON,
 STUNZ & FONDA
 ATTORNEYS AT LAW
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